

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | | |
|---|---|------------------------|
| In re: | : | Chapter 11 |
| | : | |
| CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ | : | Case No. 08-35653-KRH |
| | : | (Jointly Administered) |
| Debtors. | : | |
| | : | |
| | : | |
| | : | |

**SECOND INTERIM APPLICATION OF TAVENNER & BERAN, PLC
FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Second Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Co-Counsel for the Official
Committee of Unsecured Creditors

Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$65,535.50 and reimbursement of expenses in the amount of \$2,801.11 for the period of February 1, 2009 through April 30, 2009, and in support thereof states as follows:

Background

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 20, 2009, this Court entered an order approving the Committee’s employment of Tavenner & Beran (the “Employment Order”).

6. On or about March 17, 2009, Tavenner & Beran filed its First Interim Application of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the “First Interim Application”). On or about April 27, 2009, this Court entered an order approving the First Interim Application.

7. Since the filing of the First Interim Application, Tavenner & Beran has rendered professional services to the Committee from and including February 1, 2009 through and including April 30, 2009 for which it seeks compensation in the amount of \$65,535.50. Attached hereto as Exhibit A is a statement of the fees incurred.

8. During this same time. Tavenner & Beran incurred \$2,801.11 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

9. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Employment and Case Status

10. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

11. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

12. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

13. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement.

Summary of Services Rendered

14. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Disposition: - Total Hours 22.30 Total \$6,687.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS²</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 5.40 | \$1,836.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 2.20 | \$00.00 |
| Paula S. Beran | 1992 | \$330.00 | 14.70 | \$4,851.00 |

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

B. Business Operations: - Total Hours 23.60 Total \$7,203.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS³</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 4.20 | \$1,428.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 1.90 | \$00.00 |
| Paula S. Beran | 1992 | \$330.00 | 17.50 | \$5,775.00 |

Description

Conferences, correspondence and document review related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee in its review and oversight of the Debtors' operations.

² Certain hours were recorded but not billed to the estates.

³ Certain hours were recorded but not billed to the estates.

C. Case Administration: - Total Hours 141.00 Total \$35,473.50

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁴</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|-------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 13.40 | \$4,556.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 4.10 | \$00.00 |
| Paula S. Beran | 1992 | \$330.00 | 83.70 | \$27,621.00 |
| Paula S. Beran | 1992 | \$0.00 | 5.10 | \$00.00 |
| David L. Leadbeater | N/A | \$95.00 | 34.70 | \$3,296.50 |

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

D. Claims Administration: - Total Hours 10.50 Total \$2,937.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁵</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$0.00 | 1.60 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 8.90 | \$2,937.00 |

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

⁴ Certain hours were recorded but not billed to the estates.

⁵ Certain hours were recorded but not billed to the estates.

E. Fee/Employment Applications: - Total Hours 33.90 Total \$10,614.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁶</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 7.20 | \$2,448.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 1.10 | \$00.00 |
| Paula S. Beran | 1992 | \$330.00 | 24.40 | \$8,052.00 |
| David L. Leadbeater | N/A | \$95.00 | 1.20 | \$114.00 |

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

F. Financing: - Total Hours 1.80 Total \$594.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁷</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Paula S. Beran | 1992 | \$330.00 | 1.80 | \$594.00 |

Description

Correspondence, conferences, document preparation and review, and Court appearances relating to financing issues,

Attached hereto as Exhibit A – Financing Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its review of the Debtors' debtor-in-possession financing and other cash usage.

G. Plan and Disclosure Statement: - Total Hours 4.50 Total \$1,122.00

⁶ Certain hours were recorded but not billed to the estates.

⁷ Certain hours were recorded but not billed to the estates.

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁸</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$0.00 | 1.10 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 3.40 | \$1,122.00 |

Description

Correspondence, conferences, document preparation and review, and Court appearances relating to plan alternatives and related issues.

Attached hereto as Exhibit A – Financing Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its review of the Debtors' plan alternatives and related issues.

H. Relief from Stay: - Total Hours 3.80 Total \$905.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁹</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 1.40 | \$476.00 |
| Paula S. Beran | 1992 | \$330.00 | 1.30 | \$429.00 |
| Paula S. Beran | 1992 | \$0.00 | 1.10 | \$00.00 |

Description

Correspondence, conferences, document preparation and review, and Court appearances related to the relief from the automatic stay sought by various parties in interest.

Attached hereto as Exhibit A – Relief from Stay is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee's review of parties seeking relief from the automatic stay.

15. The total amount of interim compensation requested by Tavenner & Beran in this application is based on the hourly rates normally charged by the attorneys and the paralegals

⁸ Certain hours were recorded but not billed to the estates.

who performed legal services for the Committee in this matter are further summarized on Exhibit A.

16. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran was to have received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$23,599.56 in fees and \$578.07 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$44,158.98 remain outstanding.

17. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

18. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

Applicable Legal Standard

19. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for

⁹ Certain hours were recorded but not billed to the estates.

Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the “Guidelines”).

20. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

21. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.15) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

22. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4th Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit

held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

23. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

24. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

Conclusion

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$65,535.50 and reimbursement of out-of-pocket expenses in the amount of \$2,801.11. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested

herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate.

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran
Co-Counsel

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Paula S. Beran (VA Bar No. 34679)
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Local Co-Counsel for the Official Committee of Unsecured
Creditors

-and-

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Jeffrey N. Pomerantz (CA Bar No. 143717)
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jpomerantz@pszjlaw.com

Lead Counsel for the Official Committee of Unsecured
Creditors

CERTIFICATE OF SERVICE

I hereby certify that on or before the 15th day of June, 2009 a true copy of the foregoing Second Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

robert.b.van.arsdale@usdoj.gov

June E. Turner – Via email:

june.e.turner@usdoj.gov

Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219

Bruce H. Besanko – Via Standard Mail

Reginald D. Hedgebeth – Via Standard Mail

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Los Angeles, CA 90067-4100

/s/ Paula S. Beran

Co-Counsel

Invoice submitted to:

Circuit City Committee

Invoice Date

March 20, 2009

Invoice Number

10809

Last Bill Date

2/13/2009

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------|---|-------------------|---------------|
| <u>Asset Disposition</u> | | | |
| 2/9/2009 - PSB | Review asset sale pleadings (1.10) | 1.10 330.00/hr | 363.00 |
| - LLT | Review Debtors motions for authority to sell FF & E (.40) | 0.40 340.00/hr | NO CHARGE |
| 2/10/2009 - LLT | Review financial analysis for committee on recent motions including incentive plan and update on GOB sales and liquidation analysis (.80) | 0.80 340.00/hr | NO CHARGE |
| 2/11/2009 - LLT | Review Plum Choice objection to miscellaneous sale (.30); Review Citrus Parks' objection re: same (.30); Review Schottenstein objection to auction motion (.20) | 0.80 340.00/hr | NO CHARGE |
| 2/13/2009 - LLT | Review Virginia Tax Department objection to sale (.20) | 0.20 340.00/hr | NO CHARGE |
| 2/15/2009 - PSB | Review sale objections and related pleadings (1.00) | 1.00 330.00/hr | 330.00 |
| 2/27/2009 - LLT | Review various analyses re: sale of defective inventory motion (.50) | 0.50 340.00/hr | 170.00 |
| SUBTOTAL: | | [4.80 | 863.00] |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|---|--|-------------------|---------------|
| <u>Business Operations</u> | | | |
| 2/2/2009 - PSB | Prepare for and participate in Committee call (2.10) | 2.10 330.00/hr | 693.00 |
| - LLT | Review financial update for committee prepared by professionals of committee (.50) | 0.50 340.00/hr | 170.00 |
| 2/6/2009-- LLT 3/18/2009 12:36 AM | Review additional landlord appeal notices and statements (.50) | 0.50 340.00/hr | 170.19 |
| 2/7/2009 - LLT | Review debtors motions for management incentive plan (.60) | 0.60 340.00/hr | 204.00 |
| 2/12/2009 - LLT | Review Debtors motion to destroy business records (.60) | 0.60 340.00/hr | NO CHARGE |
| - PSB | Review Business Record motion (.70) | 0.70 330.00/hr | 231.00 |
| 2/13/2009 - LLT | Review motion to modify utility order (.20) | 0.20 340.00/hr | 68.00 |
| 2/18/2009 - LLT | Correspondence from D. Blanks re: PLI destruction motion and follow re: same (.60) | 0.60 340.00/hr | 204.00 |
| - PSB | Correspondence with J. Pomerantz, S. Goldich, and R. Feinstein re: personal identification records destruction (.50) | 0.50 330.00/hr | 165.00 |
| 2/19/2009 - PSB | Correspondence with R. Van Arsdale re: bonus issues (1.10); Correspondence with R. Pachulski, M Atkinson and J. Pomerantz re: same (1.30) | 2.40 330.00/hr | 792.00 |
| 2/20/2009 - LLT | Correspondence to/from D. Foley and S. Bohem re: contact information on lease matters (.20) | 0.20 340.00/hr | 68.00 |
| - PSB | Correspondence re: creditor inquiries re: bonus motion (.90); Correspondence with UST re: same (.50); Correspondence with professionals re: same (.50) | 1.90 330.00/hr | 627.00 |
| 2/23/2009 - LLT | Review committee objection to incentive plan (.50) | 0.50 340.00/hr | NO CHARGE |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|---|-------------------|---------------|
| 2/23/2009 - PSB | Prepare for and participate in committee call re: bonus motion and related items (1.50); Correspondence with creditor re: committee position (.50); Review of related information (1.0); Review of business record destruction and related issues (1.0) | 4.00 330.00/hr | 1,320.00 |
| 2/24/2009 - PSB | Correspondence with R. Van Arsdale re: bonus issues (.90); Correspondence with G. Davis, M. Atkinson and R. Pachulski re: same (.50); Correspondence re: PII motion (.50); Review of 2/25 pleadings (1.80) | 3.60 330.00/hr | 1,188.00 |
| 2/25/2009 - LLT | Review and revise objection to retention bonuses (.50) | 0.50 340.00/hr | 170.00 |
| - LLT | Review Plume Choice reply to objection to admin expense payment (.50) | 0.50 340.00/hr | 170.00 |
| 2/27/2009 - LLT | Review Debtor's objection to DirecTV motion for setoff (.30); Review Debtor's objection to Polaris circuit city motion for admin rent (.30) | 0.60 340.00/hr | 204.00 |
| 2/28/2009 - LLT | Review various pleadings re: auction of real property leases and objection to admin expense claim (.80) | 0.80 340.00/hr | NO CHARGE |
| - PSB | Review of asset sale pleadings and related issues (1.10) | 1.10 330.00/hr | 363.00 |
| SUBTOTAL: | | [22.40 | 6,807.19] |
| <u>Case Administration</u> | | | |
| 2/1/2009 - PSB | Review and revise hearing report (1.0); Correspondence with PSJZ re: same (.50) | 1.50 330.00/hr | 495.00 |
| - LLT | Review upcoming critical dates and agenda for committee discussion (.60) | 0.60 340.00/hr | NO CHARGE |
| 2/2/2009 - PSB | Correspondence with J. Pomerantz and R. Feinstein re: transcript (.20) | 0.20 330.00/hr | 66.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|---|-------------------|---------------|
| 2/2/2009 - LLT | Prepare for and attend committee call (1.90) | 1.90 340.00/hr | 646.00 |
| 2/3/2009 - DLL | Update Circuit City Docket and file maintenance (1.0); address service issues (1.10) | 2.10 95.00/hr | 199.50 |
| 2/9/2009 - DLL | Update Docket and File Maintenance (1.5) | 1.50 95.00/hr | 142.50 |
| 2/10/2009 - PSB | Prepare for and participate in Committee call (2.10) | 2.10 330.00/hr | 693.00 |
| 2/11/2009 - PSB | Correspondence with R. Feinstein re: open matters and coverage at upcoming hearings (.80); Review of pleadings related to same (1.80) | 2.60 330.00/hr | 858.00 |
| - PSB | Prepare for and participate in call with Debtors' counsel re: 2/13 hearing (1.70) | 1.70 330.00/hr | 561.00 |
| - DLL | Update Circuit City Docket and file maintenance (.5) | 0.50 95.00/hr | 47.50 |
| 2/13/2009 - PSB | Prepare for and participate in 2/13 hearing (3.10) | 3.10 330.00/hr | 1,023.00 |
| - PSB | Correspondence re: destruction of personal identification business records and review of issues related to same (1.10) | 1.10 330.00/hr | 363.00 |
| - DLL | Update Circuit City Docket and File Maintenance (.5) | 0.50 95.00/hr | 47.50 |
| 2/14/2009 - PSB | Finalize hearing report for 2/13 (2.80); Correspondence with J. Pomerantz, S. Goldich, and R. Feinstein re: Same (.40) | 3.20 330.00/hr | 1,056.00 |
| 2/15/2009 - PSB | Correspondence with S. Goldich re: 2/13 hearing and review of related issues (1.50) | 1.50 330.00/hr | 495.00 |
| 2/16/2009 - PSB | Review of hearing notes and correspondence with S. Goldich re: same (.70) | 0.70 330.00/hr | 231.00 |
| - PSB | Correspondence re: covering hearings (.50) | 0.50 330.00/hr | 165.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|--|-------------------|---------------|
| 2/16/2009 - LLT | Review materials for upcoming Committee Meeting (.60) | 0.60 340.00/hr | NO CHARGE |
| 2/17/2009 - DLL | Prepare backup and support for hearing memo | 2.00 95.00/hr | 190.00 |
| - PSB | Prepare for and participate in committee call (2.50); Correspondence re: hearing and related items (1.0); Prepare for and attend hearing (1.0); Draft hearing memorandum (1.0) | 5.50 330.00/hr | 1,815.00 |
| - PSB | Correspondence re: 2/17 hearing and related issues (1.30); review of pleadings related to 2/17 and 2/18 hearing (1.50) | 2.80 330.00/hr | 924.00 |
| - DLL | Update Circuit City Docket and File Maintenance and address service issues | 1.00 95.00/hr | 95.00 |
| 2/18/2009 - DLL | Prepare backup and support for hearing memo | 1.50 95.00/hr | 142.50 |
| - PSB | Prepare for and participate in 2/18 hearing (2.10); Draft hearing memorandum re: same (1.70) | 3.80 330.00/hr | 1,254.00 |
| - PSB | Correspondence with J. Pomerantz re: hearing (.30) | 0.30 330.00/hr | 99.00 |
| - PSB | Correspondence with J. Pomerantz, S. Goldich, and R. Feinstein re: personal identification records destruction (.50) | 0.50 330.00/hr | 165.00 |
| - PSB | Finalize hearing report for 2/17/09 (.50); Correspondence to J. Pomerantz, S. Goldich, and R. Feinstein re: Same (.20) | 0.70 330.00/hr | 231.00 |
| 2/19/2009 - DLL | Update Circuit City Docket and file maintenance and address service issues (1.5) | 1.50 95.00/hr | 142.50 |
| - DLL | Prepare Hearing Binder and Court preparation (.50) | 0.50 95.00/hr | 47.50 |
| - PSB | Review and revise hearing memo (1.50) | 1.50 330.00/hr | 495.00 |
| - LLT | TC R. Van Arsdell re: status of upcoming hearings (.40) | 0.40 340.00/hr | 136.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|---|-------------------|---------------|
| 2/20/2009 - DLL | Update Docket and File Maintenance | 1.00 95.00/hr | 95.00 |
| 2/23/2009 - DLL | Update and Index Circuit City Docket (1.0); Update Service List (1.5) | 2.50 95.00/hr | 237.50 |
| 2/24/2009 - PSB | Correspondence re: 2/25 hearing (.50) | 0.50 330.00/hr | 165.00 |
| - DLL | Update Circuit City Docket and File Maintenance (1.0) | 1.00 95.00/hr | 95.00 |
| 2/25/2009 - PSB | Prepare for and attend Omni hearing (3.20); Draft hearing memo (2.0) | 5.20 330.00/hr | 1,716.00 |
| - DLL | Update Circuit City Docket and file maintenance (1.0) | 1.00 95.00/hr | 95.00 |
| 2/27/2009 - DLL | Update Circuit City Docket and File Maintenance (.8) | 0.80 95.00/hr | 76.00 |
| - PSB | Prepare hearing memorandum (1.50); Correspondence from creditor re: case status (.50) | 2.00 330.00/hr | 660.00 |
| 2/28/2009 - PSB | Finalize hearing memorandum (2.50) | 2.50 330.00/hr | 825.00 |
| - LLT | Review notice of agenda for March 3 docket (.20) | 0.20 340.00/hr | NO CHARGE |
| SUBTOTAL: | | [64.60 | 16,790.00] |

Fee/Employment Applications

| | | | |
|-----------------|---|-------------------|--------|
| 2/5/2009 - PSB | Correspondence with S. Boehm re: excel backup and related items (.30); Correspondence with J. Turner re: same (.20) | 0.50 330.00/hr | 165.00 |
| 2/9/2009 - PSB | Correspondence with J. Turner re: fee issues (.30) | 0.30 330.00/hr | 99.00 |
| 2/14/2009 - PSB | Finalize fee statement (1.0); Revise Jeffries revised order (1.0) | 2.00 330.00/hr | 660.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------|--|-------------------|---------------|
| 2/15/2009 - PSB | Correspondence re: Jeffries order (.50) | 0.50 330.00/hr | 165.00 |
| 2/16/2009 - PSB | Review and Revise Jefferies Order (.50); Correspondence with J. Pomerantz and R. Feinstein re: same (.50); Correspondence with D. Foley and R. Van Arsdale and G. Galardi re: same (.30) | 1.30 330.00/hr | 429.00 |
| - PSB | Correspondence with J. Pomerantz re: fee issues (.30) | 0.30 330.00/hr | 99.00 |
| 2/17/2009 - DLL | Draft CC Fee statement (1.2) | 1.20 95.00/hr | 114.00 |
| - LLT | Draft and revised monthly fee statement submission for Committee, Professional and Tavenner & Beran and review related issues (1.00) | 1.00 340.00/hr | 340.00 |
| 2/19/2009 - LLT | Correspondence re: monthly fee statements (.20) | 0.20 340.00/hr | 68.00 |
| 2/25/2009 - PSB | Finalize and file Jeffries Order (.50) | 0.50 330.00/hr | 165.00 |
| 2/28/2009 - PSB | Correspondence with J. Turner re: excel and related items (.20) | 0.20 330.00/hr | 66.00 |
| SUBTOTAL: | | [8.00 | 2,370.00] |
| <u>Financing</u> | | | |
| 2/13/2009 - PSB | Correspondence with J. Pomerantz and M. Atkinson re: fees in connection with Dip Budget (.30) | 0.30 330.00/hr | 99.00 |
| 2/14/2009 - PSB | Correspondence with J. Pomerantz and M. Atkinson re: accrued fees in relation to Dip Budget and review of issue re: same (1.50) | 1.50 330.00/hr | 495.00 |
| SUBTOTAL: | | [1.80 | 594.00] |

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|---|------------------|---------------|
| <u>Relief from Stay</u> | | |
| 2/11/2009 - LLT | 0.20 | 68.00 |
| Review DirecTV motion for relief (.20) | 340.00/hr | |
| 2/15/2009 - PSB | 0.60 | NO CHARGE |
| Review of stay issues | 330.00/hr | |
| - LLT | 0.60 | 204.00 |
| Review of Stay issues (.60) | 340.00/hr | |
| 2/28/2009 - LLT | 0.20 | 68.00 |
| Review principle life stipulation (.20) | 340.00/hr | |
| SUBTOTAL: | [1.60 | 340.00] |
| For professional services rendered | 103.20 | \$27,764.19 |
| Additional Charges : | | |
| | <u>Qty/Price</u> | <u>Tax#</u> |
| 2/28/2009 - LLT | 1 | 70.79 |
| Work lunch on hearing - \$70.79 1/18 | 70.79 | |
| - LLT | 1 | 507.28 |
| Pacer \$507.28 | 507.28 | |
| Total costs | | \$578.07 |
| Total amount of this bill | | \$28,342.26 |
| Previous balance | | \$103,977.85 |
| 2/27/2009 Payment - thank you | | (\$59,108.45) |
| Total payments and adjustments | | (\$59,108.45) |
| Balance due | | \$73,211.66 |

Timekeeper Summary

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|------------------|--------------|-------------|---------------|
| Lynn L. Tavenner | 9.20 | 340.00 | \$3,128.19 |
| Lynn L. Tavenner | 5.50 | 0.00 | \$0.00 |
| Paula S. Beran | 69.30 | 330.00 | \$22,869.00 |

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|--------------|-------------|---------------|
| Paula S. Beran | 0.60 | 0.00 | \$0.00 |
| David L. Leadbeater | 18.60 | 95.00 | \$1,767.00 |

Invoice submitted to:

Circuit City Committee

Invoice Date

April 28, 2009

Invoice Number

10818

Last Bill Date

3/20/2009

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------|--|-------------------|---------------|
| <u>Asset Disposition</u> | | | |
| 3/2/2009 - PSB | | | |
| | Review of issues related to sale of defective inventory (1.40); Correspondence re: attending hearing on same (.30) | 1.70 330.00/hr | 561.00 |
| 3/3/2009 - PSB | | | |
| | Correspondence re: defective inventory sale order and notice and related items and review of issues related to same | 2.70 330.00/hr | 891.00 |
| 3/12/2009 - PSB | | | |
| | Review of lease matters for 3/13 hearing | 3.10 330.00/hr | 1,023.00 |
| 3/13/2009 - PSB | | | |
| | Prepare for and participate in 3/13 hearing | 3.50 330.00/hr | 1,155.00 |
| 3/20/2009 - LLT | | | |
| | Prepare for and attend hearing on sale of Canadian interest (1.50); Prepare for and attend continued hearing on auction of various leases and requests (.60) | 2.10 340.00/hr | 714.00 |
| - LLT | | | |
| | Prepare for and attend hearing on settlement agreement with liquidator | 1.50 340.00/hr | 510.00 |
| 3/25/2009 - PSB | | | |
| | Review liquidation issues | 0.90 330.00/hr | 297.00 |
| SUBTOTAL: | | [15.50 | 5,151.00] |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|---|-------------------|---------------|
| <u>Business Operations</u> | | | |
| 3/10/2009 - PSB | Correspondence with S. Goldich re: bonus findings and review of related items | 1.20 330.00/hr | 396.00 |
| SUBTOTAL: | | [1.20 | 396.00] |
| <u>Case Administration</u> | | | |
| 3/3/2009 - PSB | Prepare for and attend 03/03 hearing (2.00); Prepare hearing memo (1.10) | 3.10 330.00/hr | 1,023.00 |
| - DLL | Draft hearing memo (1.50); Docket maintenance (.70) | 2.20 95.00/hr | 209.00 |
| - PSB | Correspondence with R. Feinstein re: hearing coverage on 3/13 (.20); Correspondence with committee professionals re: destruction of confidential information aspect (.70) | 0.90 330.00/hr | 297.00 |
| 3/4/2009 - DLL | Docket and Index Maintenance | 1.00 95.00/hr | 95.00 |
| 3/5/2009 - DLL | Docket and Index maintenance | 0.50 95.00/hr | 47.50 |
| 3/9/2009 - DLL | Docket maintenance | 0.20 95.00/hr | 19.00 |
| 3/10/2009 - PSB | Correspondence re: transcript | 0.30 330.00/hr | 99.00 |
| 3/11/2009 - PSB | Review of agenda for 3/13 hearing | 0.40 330.00/hr | 132.00 |
| 3/12/2009 - LLT | Review of pleadings for 3/13 hearing | 1.10 340.00/hr | NO CHARGE |
| - PSB | Review pleading for 3/13 hearing | 2.80 330.00/hr | 924.00 |
| - PSB | Correspondence with R. Feinstein re: coverage for 3/13 hearing | 0.40 330.00/hr | 132.00 |
| 3/13/2009 - PSB | Correspondence with R. Feinstein re: case coverage and related items | 0.70 330.00/hr | 231.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|--|-------------------|---------------|
| 3/13/2009 - PSB | Correspondence re: Plum Choice | 0.50 330.00/hr | 165.00 |
| - LLT | Telephone call with Admin Claimant (Scripts) and follow-up | 0.50 340.00/hr | 170.00 |
| 3/14/2009 - PSB | Correspondence re: hearing issues | 0.80 330.00/hr | 264.00 |
| 3/15/2009 - PSB | Prepare hearing report email and send same | 2.10 330.00/hr | 693.00 |
| 3/18/2009 - LLT | Review materials for upcoming committee meeting | 0.50 340.00/hr | NO CHARGE |
| - PSB | Correspondence with J. Pomerantz and R. Feinstein re: committee call and related issues | 0.80 330.00/hr | 264.00 |
| 3/19/2009 - PSB | Review of pleadings for 3/20 hearing (2.90); Correspondence with R. Feinstein re: 3/20 hearing (.50) | 3.40 330.00/hr | NO CHARGE |
| 3/20/2009 - PSB | Correspondence re: 3/20 hearing | 0.50 330.00/hr | 165.00 |
| - PSB | Correspondence with S. Goldrich, J. Pomerantz, and R. Feinstein re: stipulation related items (.30); Correspondence with G. Epps and D. Foley re: same (.40) | 0.70 330.00/hr | 231.00 |
| 3/23/2009 - DLL | Docket maintenance and calendar entries | 2.00 95.00/hr | 190.00 |
| 3/24/2009 - PSB | Correspondence with S. Boehm and G. Epps re: signature endorsement | 0.30 330.00/hr | 99.00 |
| - DLL | Docket and Index maintenance | 1.50 95.00/hr | 142.50 |
| 3/25/2009 - PSB | Prepare for and participate in committee call | 3.00 330.00/hr | 990.00 |
| - DLL | File maintenance and correspondence (.30); Index (.40) | 0.70 95.00/hr | 66.50 |
| - LLT | Review issues in preparation for committee call | 1.10 340.00/hr | NO CHARGE |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|--|-------------------|---------------|
| 3/26/2009 - PSB | Correspondence from creditor re: case status and related items | 0.50 330.00/hr | 165.00 |
| 3/27/2009 - PSB | Correspondence re: 3/30 hearing and review of agenda (.50); Review of related pleadings (1.50) | 2.00 330.00/hr | 660.00 |
| 3/29/2009 - PSB | Correspondence with R. Feinstein re: 3/30 hearing (.50); Review of materials related to same (2.70) | 3.20 330.00/hr | 1,056.00 |
| 3/30/2009 - DLL | Docket and Index maintenance | 1.00 95.00/hr | 95.00 |
| - PSB | Prepare for and attend 3/30 hearings | 3.10 330.00/hr | 1,023.00 |
| SUBTOTAL: | | [41.80 | 9,647.50] |
| <u>Claims Administration</u> | | | |
| 3/4/2009 - PSB | Receipt and review of position re: admin claims and related items in preparation for hearing | 1.70 330.00/hr | 561.00 |
| 3/11/2009 - PSB | Correspondence re: Plum Choice | 0.30 330.00/hr | 99.00 |
| 3/12/2009 - PSB | Correspondence with debtors' counsel and other committee counsel re: Plum choice and related items | 1.30 330.00/hr | 429.00 |
| 3/20/2009 - PSB | Correspondence re: bar date | 0.50 330.00/hr | 165.00 |
| 3/21/2009 - PSB | Correspondence re: bar date | 0.50 330.00/hr | 165.00 |
| 3/30/2009 - PSB | Correspondence re: bar date | 0.50 330.00/hr | 165.00 |
| SUBTOTAL: | | [4.80 | 1,584.00] |
| <u>Fee/Employment Applications</u> | | | |
| 3/16/2009 - PSB | Correspondence with committee professionals re: fee apps | 0.50 330.00/hr | 165.00 |
| - PSB | Draft Fee App Template (3.70); Correspondence with R. Smith re: same (.50) | 4.20 330.00/hr | 1,386.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-------------------------|--|-------------------|---------------|
| 3/17/2009 - LLT | Correspondence from D. Abadir re: Jeffries interim fee application (.20); Coordinate with debtors' counsel and committee counsel re: first interim fee applications (.20) | 0.40 340.00/hr | 136.00 |
| - PSB | Review and Revise and file Committee professional fee apps and related pleadings (6.70); Correspondence with Debtors counsel re: same (.30) | 7.00 330.00/hr | 2,310.00 |
| - LLT | Telephone call with D. Abadir re: local rules on expense items (.20); Review rules and procedures re: same (.20) | 0.40 340.00/hr | 136.00 |
| - LLT | Receipt and review of first interim fee application of Protiviti (.20); Review and prepare same for filing with Court (.20); Receipt and review of Jeffries first interim fee application (.20); Prepare same for filing with Court (.80); Receipt and review of Pulchaski interim fee application (.20); Prepare same for filing with Court (.80); Review and revise notice of filing of committee professionals fee applications (.90) | 3.30 340.00/hr | 1,122.00 |
| 3/18/2009 - LLT | Review various applications for fees and expenses including: Skadden (.40), Rothschild (.40), FTI (.20), KPMG (.20), Burnstein Young (.10), DJM (.10), Kirkland and Ellis (.10), McGuire Woods (.20) | 1.70 340.00/hr | 578.00 |
| 3/19/2009 - PSB | Prepare fee chart (1.10); Correspondence re: same (.30) | 1.40 330.00/hr | 462.00 |
| 3/21/2009 - LLT | Review correspondence re: payment of outstanding invoices | 0.10 340.00/hr | NO CHARGE |
| SUBTOTAL: | | [19.00 | 6,295.00] |
| <u>Relief from Stay</u> | | | |
| 3/17/2009 - PSB | Review of stay issues | 0.50 330.00/hr | NO CHARGE |
| - LLT | Review motion for relief filed by Thompson (.20); Review motion for relief filed by Gower (.20) | 0.40 340.00/hr | 136.00 |
| SUBTOTAL: | | [0.90 | 136.00] |

| | | |
|------------------------------------|--------------|---------------|
| | <u>Hours</u> | <u>Amount</u> |
| For professional services rendered | 83.20 | \$23,209.50 |

Additional Charges :

| | | |
|-------------------------------|------------------|---------------|
| | <u>Qty/Price</u> | <u>Tax#</u> |
| <u>Case Administration</u> | | |
| 12/31/2008 - PSB | 1 | 387.81 |
| Bizport Charges | 387.81 | |
| - PSB | 1 | 22.26 |
| LexisNexis Charges | 22.26 | |
| 1/22/2009 - PSB | 84 | 16.80 |
| Copies - Fee Statement | 0.20 | |
| - PSB | 4 | 2.36 |
| Postage - Fee Statement | 0.59 | |
| 1/28/2009 - PSB | 1 | 470.44 |
| Bizport Charges | 470.44 | |
| - PSB | 1 | 470.44 |
| Bizport Charges | 470.44 | |
| 1/31/2009 - PSB | 1 | 19.59 |
| LexisNexis Charges | 19.59 | |
| 3/16/2009 - LLT | 1 | 0.34 |
| Cavalier Charges | 0.34 | |
| 3/18/2009 - LLT | 1 | 521.28 |
| Bizport Charges | 521.28 | |
| 3/31/2009 - LLT | 1 | 164.31 |
| LexisNexis Charges | 164.31 | |
| - LLT | 1 | 12.24 |
| Pacer Charges | 12.24 | |
| SUBTOTAL: | | [2,087.87] |
| Total costs | | \$2,087.87 |
| Total amount of this bill | | \$25,297.37 |
| Previous balance | | \$73,211.66 |
| 3/31/2009 Payment - thank you | | (\$30,562.47) |

| | <u>Amount</u> |
|--------------------------------|----------------------|
| Total payments and adjustments | <u>(\$30,562.47)</u> |
| Balance due | <u>\$67,946.56</u> |

| Timekeeper Summary | | | |
|---------------------|--------------|-------------|---------------|
| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
| Lynn L. Tavenner | 10.30 | 340.00 | \$3,502.00 |
| Lynn L. Tavenner | 2.80 | 0.00 | \$0.00 |
| Paula S. Beran | 57.10 | 330.00 | \$18,843.00 |
| Paula S. Beran | 3.90 | 0.00 | \$0.00 |
| David L. Leadbeater | 9.10 | 95.00 | \$864.50 |

Invoice submitted to:

Circuit City Committee

Invoice Date

June 05, 2009

Invoice Number

10825

Last Bill Date

4/28/2009

Professional Services

Hrs/RateAmountAsset Disposition

4/7/2009 - LLT

Telephone call with G. Bowman re: purchase of Circuit City name

0.30

102.00

340.00/hr

4/10/2009 - LLT

Correspondence from G. Bowman re: purchase of Circuit City name (.20); Correspondence with J. Pomerantz re: same (.50)

0.70

238.00

340.00/hr

4/24/2009 - LLT

Correspondence from G. Bowman re: purchase of Circuit City name (.20); Follow-up with J. Pomerantz re: same (.10)

0.30

102.00

340.00/hr

4/25/2009 - PSB

Correspondence with R. Feinstein re: asset issues

0.70

231.00

330.00/hr

SUBTOTAL:

[2.00

673.00]

Case Administration

4/3/2009 - PSB

Correspondence with creditor re: case status

0.20

66.00

330.00/hr

- PSB

Review of information for Committee call (1.80); Correspondence with R. Feinstein re: same (.30)

2.10

693.00

330.00/hr

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|---|-------------------|---------------|
| 4/6/2009 - PSB | Review of materials | 0.70 330.00/hr | NO CHARGE |
| - LLT | Review of information for upcoming committee call | 1.00 340.00/hr | 340.00 |
| - DLL | Docket maintenance | 0.50 95.00/hr | 47.50 |
| 4/7/2009 - LLT | Review financial updates for upcoming committee meeting (.80); Prepare for and attend same (1.20) | 2.00 340.00/hr | 680.00 |
| - DLL | Docket maintenance | 1.30 95.00/hr | 123.50 |
| 4/8/2009 - DLL | Docket maintenance | 0.50 95.00/hr | 47.50 |
| 4/10/2009 - DLL | Docket maintenance | 1.50 95.00/hr | 142.50 |
| 4/13/2009 - LLT | Review of pleadings for omni | 2.70 340.00/hr | 918.00 |
| 4/14/2009 - LLT | Prepare for and attend omni | 3.10 340.00/hr | 1,054.00 |
| 4/15/2009 - PSB | Receipt and review of complaint in class action matter and related items (1.20); Correspondence with counsel for plaintiff re: same (.50); Correspondence with Pachulski re: same (.30) | 2.00 330.00/hr | 660.00 |
| - PSB | Correspondence with creditor re: case status | 0.30 330.00/hr | 99.00 |
| 4/20/2009 - DLL | Docket maintenance | 1.50 95.00/hr | 142.50 |
| 4/21/2009 - LLT | Review Protiviti materials for upcoming committee meeting (.80); Attend same by telephone (1.0) | 1.80 340.00/hr | 612.00 |
| - PSB | Review of Protiviti materials | 1.00 330.00/hr | NO CHARGE |
| 4/22/2009 - DLL | Docket maintenance | 1.10 95.00/hr | 104.50 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------|--|-------------------|---------------|
| 4/27/2009 - DLL | Docket maintenance | 0.80 95.00/hr | 76.00 |
| - PSB | Telephone call from creditor re: case status | 0.20 330.00/hr | 66.00 |
| - PSB | Correspondence from creditor re: post-petition invoice (.50); Correspondence with Pachulski re: same (.50) | 1.00 330.00/hr | 330.00 |
| - PSB | Review of pleadings for hearing | 3.10 330.00/hr | 1,023.00 |
| - PSB | Correspondence with Pachulski re: hearing coverage | 0.30 330.00/hr | 99.00 |
| 4/28/2009 - DLL | Docket maintenance | 0.50 95.00/hr | 47.50 |
| - PSB | Prepare for and attend omni hearing | 3.70 330.00/hr | 1,221.00 |
| - PSB | Correspondence with R. Feinstein re: representation at hearing and related items (.70); Review of notes related to same (.50) | 1.20 330.00/hr | 396.00 |
| 4/30/2009 - DLL | Docket maintenance | 0.50 95.00/hr | 47.50 |
| SUBTOTAL: | | [34.60 | 9,036.00] |
| <u>Claims Administration</u> | | | |
| 4/8/2009 - LLT | Review various admin claims filed (.80); Review motion to destroy records (.80) | 1.60 340.00/hr | NO CHARGE |
| 4/9/2009 - PSB | Review numerous admin claims | 2.60 330.00/hr | 858.00 |
| 4/27/2009 - PSB | Correspondence from D. Foley re: admin issue (.30); Review of same (.90); Correspondence with Pachulski re: same (.30) | 1.50 330.00/hr | 495.00 |
| SUBTOTAL: | | [5.70 | 1,353.00] |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------------------|---|-------------------|---------------|
| <u>Fee/Employment Applications</u> | | | |
| 4/9/2009 - PSB | Correspondence with UST re: fees | 0.80 330.00/hr | 264.00 |
| 4/17/2009 - LLT | Correspondence from R. Feinstein re: orders on fee applications | 0.20 340.00/hr | 68.00 |
| 4/21/2009 - PSB | Finalize and send to R. Van Arsdale fee orders (2.70); Correspondence with R. Feinstein re: same (.20) | 2.90 330.00/hr | 957.00 |
| - LLT | Review of Fee Orders | 1.00 340.00/hr | NO CHARGE |
| 4/22/2009 - PSB | Correspondence with J. Turner and R. Van Arsdale re: Pachulski order (.50); Review and revise same (.50); Correspondence with J. Turner, R. Van Arsdale and R. Feinstein re: revised order (.50); Submit fee orders to Court (.50) | 2.00 330.00/hr | 660.00 |
| SUBTOTAL: | | [6.90 | 1,949.00] |
| <u>Plan and Disclosure Statement</u> | | | |
| 4/21/2009 - PSB | Review of Plan Term Sheet and related Plan items | 1.70 330.00/hr | 561.00 |
| - LLT | Review revised plan and term sheet | 0.60 340.00/hr | NO CHARGE |
| 4/28/2009 - PSB | Review revised term sheet and related issues | 1.70 330.00/hr | 561.00 |
| - LLT | Review revised term sheet | 0.50 340.00/hr | NO CHARGE |
| SUBTOTAL: | | [4.50 | 1,122.00] |
| <u>Relief from Stay</u> | | | |
| 4/13/2009 - PSB | Correspondence with R. Feinstein re: resolution of Pachulski application (.40); Correspondence with J. Turner re: same (.40); Review of Order (.50) | 1.30 330.00/hr | 429.00 |
| SUBTOTAL: | | [1.30 | 429.00] |

| | | |
|------------------------------------|--------------|---------------|
| | <u>Hours</u> | <u>Amount</u> |
| For professional services rendered | 55.00 | \$14,562.00 |

Additional Charges :

| | | |
|--|------------------|---------------|
| | <u>Qty/Price</u> | <u>Tax#</u> |
| <u>Case Administration</u> | | |
| 3/11/2009 - PSB | 1 | 69.30 |
| J&J Court Transcribers, Inc. Charges | 69.30 | |
| 4/30/2009 - PSB | 1 | 65.28 |
| LexisNexis Charges | 65.28 | |
| 5/1/2009 - PSB | 1 | 0.59 |
| Postage - Fee Statement to Besanko/Hedgebeth | 0.59 | |
| SUBTOTAL: | | [135.17] |
| Total costs | | \$135.17 |
| Total amount of this bill | | \$14,697.17 |
| Previous balance | | \$67,946.56 |
| 5/1/2009 Payment - thank you | | (\$24,177.63) |
| 6/5/2009 Payment - thank you | | (\$14,306.93) |
| Total payments and adjustments | | (\$38,484.56) |
| Balance due | | \$44,159.17 |

Timekeeper Summary

| Name | Hours | Rate | Amount |
|---------------------|-------|--------|------------|
| Lynn L. Tavenner | 12.10 | 340.00 | \$4,114.00 |
| Lynn L. Tavenner | 3.70 | 0.00 | \$0.00 |
| Paula S. Beran | 29.30 | 330.00 | \$9,669.00 |
| Paula S. Beran | 1.70 | 0.00 | \$0.00 |
| David L. Leadbeater | 8.20 | 95.00 | \$779.00 |

EXHIBIT B

United States Bankruptcy Court
 Eastern District of Virginia
 Richmond Division
 In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH
Fee Application Summary
 Applicant: Tavenner & Beran, PLC,
 Local Counsel for The Official Committee of Unsecured Creditors

Interim Period
 February 1, 2009 through April 30, 2009

| <u>Categories</u> | <u>Hours</u> | <u>Amount</u> |
|--|--------------|---------------|
| Asset Disposition | 22.30 | \$6,687.00 |
| Business Operations | 23.60 | \$7,203.00 |
| Case Administration | 141.00 | \$35,473.50 |
| Claims Administration | 10.50 | \$2,937.00 |
| Fee/Employment Applications and Objections | 33.90 | \$10,614.00 |
| Financing | 1.80 | \$594.00 |
| Plan and Disclosure Statement | 4.50 | \$1,122.00 |
| Relief from Stay | 3.80 | \$905.00 |
| TOTAL HOURS | 241.40 | |
| TOTAL FEES | | \$65,535.50 |

| Month | Fees | Fees Paid | Expenses | Expenses Paid | Total Outstanding |
|----------|-------------|-------------|------------|---------------|-------------------|
| February | \$27,764.00 | \$23,599.56 | \$578.07 | \$578.07 | \$4,164.44 |
| March | \$23,209.50 | \$00.00 | \$2,087.87 | \$00.00 | \$25,297.37 |
| April | \$14,562.00 | \$00.00 | \$135.17 | \$00.00 | \$14,697.17 |
| Total | \$65,535.50 | \$23,599.56 | \$2,801.11 | \$578.07 | \$44,158.98 |

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | | |
|--|---|------------------------|
| In re: | : | Chapter 11 |
| | : | |
| CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹⁰ | : | Case No. 08-35653-KRH |
| | : | (Jointly Administered) |
| Debtors. | : | |
| | : | |
| | : | |
| | : | |

**ORDER ALLOWING INTERIM
COMPENSATION AND EXPENSE REIMBURSEMENT
(Tavener & Beran, PLC)**

This matter came before the Court upon the Second Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavener & Beran, PLC (“Tavener & Beran”); and it appearing to the Court that (i) Tavener & Beran

¹⁰ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF – 2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Pachulski Stang Ziehl & Jones LLP
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Counsel for the Official
Committee of Unsecured Creditors

Lynn L. Tavener (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
Tavener & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, VA 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$65,535.50 and reimbursement of expenses in the amount of \$2,801.11 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Facsimile: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Seen and No Objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

Co-Counsel